

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI**

PRINCIPAL FINANCIAL)
SERVICES, INC.,)
)
)
Plaintiff,)
)
)
v.) Civil Action No. _____
)
)
THE PRINCIPAL DEVELOPMENT, LLC,)
)
)
Defendant.)

**COMPLAINT FOR TRADEMARK INFRINGEMENT,
UNFAIR COMPETITION AND TRADEMARK DILUTION**

Plaintiff PRINCIPAL FINANCIAL SERVICES, INC. (hereinafter "Plaintiff" and/or "Principal"), for its complaint against THE PRINCIPAL DEVELOPMENT, LLC (hereinafter "Defendant"), states as follows:

NATURE OF THE ACTION

1. In this action, Plaintiff seeks injunctive and monetary relief for acts of trademark infringement, unfair competition, and trademark dilution. This action arises under the Lanham Act, Title 15, United States Code § 1051, *et seq.* and the statutes and common law of the State of Missouri.

PARTIES

2. Plaintiff PRINCIPAL FINANCIAL SERVICES, INC. is a corporation duly organized and existing under the laws of the State of Iowa located at 711 High Street, Des Moines, Iowa 50392, and is a multi-national, multi-disciplined corporation offering a wide

variety of products and services in the insurance, financial, investment, retirement, banking, healthcare and real estate related fields.

3. Upon information and belief, Defendant is a limited liability company organized and existing under the laws of the State of Missouri with its principal place of business at 2003 East Franklin, Clinton, Missouri 64735, and is a real estate development company, offering services in interstate commerce under the common law service marks THE PRINCIPAL DEVELOPMENT, LLC and/or THE PRINCIPAL DEVELOPMENT (hereinafter collectively referred to as "Defendant's Mark" and/or "THE PRINCIPAL DEVELOPMENT Mark"). Defendant is doing business within the State of Missouri and within this District.

JURISDICTION AND VENUE

4. This is a civil action arising under the Lanham Act of the United States, 15 U.S.C. § 1051 *et seq.*, subject matter jurisdiction being conferred on this Court under 15 U.S.C. § 1121, 28 U.S.C. § 1332 and 28 U.S.C. §§ 1338(a) and (b) and 28 U.S.C. § 1367.

5. This is an action in which the Plaintiff and Defendant are citizens of different states and the amount in controversy, exclusive of interest and costs, exceeds \$75,000.00.

6. This court has personal jurisdiction over Defendant.

7. Venue is proper in this District pursuant to 28 U.S.C. §§ 1391(b) and (c).

FACTS COMMON TO ALL CLAIMS FOR RELIEF

Plaintiff's PRINCIPAL Family of Trademarks

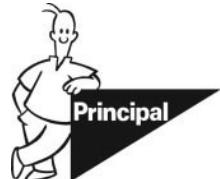
8. Principal and/or its affiliates, licensees or predecessors-in-interest are, and have been for many years, engaged in marketing and providing a wide variety of lending, mutual fund,

insurance, financial, investment, retirement, banking, health care and real estate related services (“Plaintiff’s Services”).

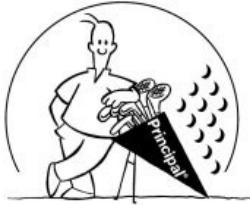
9. Principal is the owner of its famous family of PRINCIPAL marks, including, but not limited to, the following U.S. registrations, pending applications, common law marks, and trade names (hereinafter referred to as the “Principal Family of Marks”):

Mark	Reg. No.	Reg. Date	Services
THE PRINCIPAL EDGE	1,469,375	12/15/87	Life, health, accident and casualty insurance underwriting services, investment management services, administering annuities, mutual funds, pensions and income programs for others and registered investment advisory services
THE PRINCIPAL FINANCIAL GROUP	1,502,424	08/30/88	Consulting and contract management services to health maintenance organizations and preferred provider organizations; arranging for prepaid medical care for others; health care services rendered through preferred provider organizations and health maintenance organizations
	1,504,246	09/13/88	Consulting and contract management services to health maintenance organizations and preferred provider organizations; arranging for prepaid medical care for others; Health care services rendered through preferred provider organizations and health maintenance organizations
	1,508,542	10/11/88	Life, health, accident and casualty insurance and reinsurance underwriting and brokerage services; underwriting, administering and managing annuities and pension funds for others; variable life insurance and variable annuities funded through a variety of funding media
THE PRINCIPAL FINANCIAL GROUP (Stylized)	1,508,543	10/11/88	Life, health, accident and casualty insurance and reinsurance underwriting and brokerage services; underwriting, administering and managing annuities and pension funds for others; variable life insurance and variable annuities funded through a variety of funding media
THE PRINCIPAL (Stylized)	1,508,544	10/11/88	Life, health, accident and casualty insurance and reinsurance underwriting and brokerage services; underwriting, administering and managing annuities and pension funds for others variable life insurance and variable annuities funded through a variety of funding media
	1,530,022	03/14/89	Life, health, accident and casualty insurance underwriting services, investment management services, administering annuities, mutual funds, pensions and income programs for others, registered investment advisory services and broker-dealer securities services

Mark	Reg. No.	Reg. Date	Services
	1,530,023	03/14/89	Life, health, accident and casualty insurance underwriting services, investment management services, administering annuities, mutual funds, pensions and income programs for others, registered investment advisory services and broker-dealer securities services
	1,531,199	03/21/89	Life, health, accident and casualty insurance underwriting services, investment management services, administering annuities, mutual funds, pensions and income programs for others, registered investment advisory services and broker-dealer securities services
THE PRINCIPAL PLAN	1,561,335	10/17/89	Arranging for pre-paid medical care for others
PRINCIPAL	1,562,541	10/24/89	Financial analysis and consulting, management of securities and securities brokerage services
	1,698,013	06/30/92	Real estate leasing and management services
THE PRINCIPAL FINANCIAL GROUP	1,740,172	12/15/92	Commercial and residential real estate services; namely, brokerage, investment, management, mortgage loan, and valuation services
THE PRINCIPAL	1,740,181	12/12/92	Commercial and residential real estate services; namely, brokerage, investment, management, mortgage loan, and valuation services
THE PRINCIPAL RETIREMENT SERVICE CENTER	2,360,553	06/20/00	Financial services, namely, financial planning, financial management and providing financial investment information; and providing financial services, namely, financial planning, financial management and information about financial investments via a global computer network
PRINCIPAL PASSAGE INVESTMENT PROGRAM	2,564,427	04/23/02	Financial services, namely, investment advice, consultation and management services, and investment of funds for others.
PRINCIPAL NET LEASE INVESTORS	2,610,098	08/20/02	Real estate investment and real estate investment consulting services
PRINCIPAL BLUEPRINT	2,628,202	10/01/02	Financial investment and retirement plan services, namely, the formation and administration of employee pension plans and 401K plans and consultation therefor
PRINCIPAL SPGIA QUOTE SYSTEM	2,656,972	12/03/02	Annuity underwriting services
PRINCIPAL PROFESSIONAL LINK	2,677,074	01/21/03	Providing services relating to the administration of annuities and mutual funds offered through qualified retirement plans, namely, investment of funds, investment management, recordkeeping and providing account information to plan participants for others
PRINCIPAL BANK	2,843,297	05/18/04	Retail commercial banking services, namely, checking, savings, money market, credit cards, certificates of deposit, mortgage loans, commercial real estate lending, and corporate banking services

Mark	Reg. No.	Reg. Date	Services
PRINCIPAL STRATEGIC ASSET REVIEW	2,928,193	02/22/05	Financial analysis, investment consultation and advice, investment management and investment of funds for others
PRINCIPAL HIRE THROUGH RETIRE	3,015,302	11/15/05	Financial analysis, consultation and information services
PRINCIPAL GLOBAL INVESTORS	3,053,544	01/31/06	Financial services, namely, portfolio management and sales, financial market analysis, asset management and sales, mortgage services, real estate and securities investment management and investment management advisory services
	3,095,382	05/23/06	Retail commercial banking services, namely, checking, savings, money market, credit cards, certificates of deposit, mortgage loans, commercial real estate lending, and corporate banking services
PRINCIPAL FREEDOM	3,107,136	06/20/06	Financial services, namely variable annuities.
PRINCIPAL ADVANTAGE	3,174,382	11/21/06	Life, health, accident and casualty insurance underwriting and brokerage services, investment management services, underwriting, administering and managing annuities, mutual funds, pensions and income programs for others, registered investment advisory services and management of securities and securities brokerage services
	3,297,647	09/25/07	tax consulting services; annuities underwriting and investment, management of, distribution and administration services, namely, providing administrative services for fixed and variable annuities; funds investment; trust and custodial services for retirement plans, namely, investment of funds for others in the field of mutual funds and individual retirement accounts; administration of employee pension plans; financial services in the nature of an investment security; investment management services; mutual fund investment, distribution and brokerage; administration of employer provided and individual pension and income programs; registered investment advisory services and broker-dealer securities services, namely, brokering and dealing in securities and providing investment advisory services; banking services; consumer loan financing; pension plan consulting; estate planning; financial planning; administration services of insurance in the fields of life, health, disability, dental, prescription drug, vision and accidental death and dismemberment; administration services for deferred compensation benefit plans, profit sharing plans, cafeteria plans and other employee benefit plans; insurance underwriting and brokerage services for groups and individuals in the fields of life, health, disability and dental; mortgage banking services; mortgage brokerage services; real estate mortgage lending and mortgage asset procurement for others; maintaining real estate mortgage escrow accounts; real estate investment services; real estate management; leasing of commercial real estate; financial investment in the field of real estate development. providing administration services to employee welfare benefit plans and pre-paid dental plans and claims administration, namely, claims processing and retail commercial banking services, namely, checking, savings, money market, credit

Mark	Reg. No.	Reg. Date	Services
			cards, certificates of deposit, mortgage loans, commercial real estate lending, and corporate banking services.
PRINCIPAL	3,324,583	10/30/07	Tax consulting services; annuities underwriting and investment, management of, distribution and administration services, namely, providing administrative services for fixed and variable annuities; funds investment; trust and custodial services for retirement plans, namely, investment of funds for others in the field of mutual funds and individual retirement accounts; administration of employee pension plans; financial services in the nature of an investment security; investment management services; mutual fund investment, distribution and brokerage; administration of employer provided and individual pension and income programs; registered investment advisory services and broker-dealer securities services, namely, brokering and dealing in securities and providing investment advisory services; banking services; consumer loan financing; pension plan consulting; estate planning; financial planning; administration services of insurance in the fields of life, health, disability, dental, prescription drug, vision and accidental death and dismemberment; administration services for deferred compensation benefit plans, profit sharing plans, cafeteria plans and other employee benefit plans; insurance underwriting and brokerage services for groups and individuals in the fields of life, health, disability and dental; mortgage banking services; mortgage brokerage services; real estate mortgage lending and mortgage asset procurement for others; maintaining real estate mortgage escrow accounts; real estate investment services; real estate management; leasing of commercial real estate; financial investment in the field of real estate development; providing administration services to employee welfare benefit plans and pre-paid dental plans and claims administration, namely, claims processing and retail commercial banking services, namely, checking, savings, money market, credit cards, certificates of deposit, mortgage loans, commercial real estate lending, and corporate banking services
	3,368,180	01/15/08	Financial services, namely, mutual fund investment services.
PRINCIPAL FUNDS	3,368,181	01/15/08	Financial services, namely, mutual fund investment services.
THE PRINCIPAL CHARITY CLASSIC	3,369,005	1/15/08	Golf umbrellas; plastic water bottles sold empty; jackets; hats; t-shirts; golf shirts; golf balls; entertainment in the nature of golf tournaments.
	3,400,594	03/25/08	Financial services, namely, portfolio management, financial market analysis, asset management, mortgage lending, real estate and securities investment management and investment management advisory services.

Mark	Reg. No.	Reg. Date	Services
	3,456,731	07/01/08	Golf balls; Jackets; Hats; T-shirts; Golf shirts; Plastic water bottles sold empty; golf umbrellas; Entertainment in the nature of golf tournaments.
Principal Financial Group	3,461,024	07/08/08	Financial sponsorship of automobile racing teams; financial sponsorship of sporting and entertainment venues in International Class 36; Entertainment in the nature of family-oriented festivals.
	3,461,025	07/08/08	Shirts; Annuities underwriting and investment, management of, distribution and administration services, namely, providing administrative services for fixed and variable annuities; funds investment; trust and custodial services for retirement plans, namely, investment of funds for others in the field of mutual funds and individual retirement accounts; administration of employee pension plans; financial services in the nature of an investment security; investment management services; mutual fund investment, distribution and brokerage; administration of employer provided and individual pension and fixed investment income programs; registered investment advisory services and broker-dealer securities services, namely, brokering and trading in securities and providing investment advisory services; banking services; consumer loan financing; pension plan consulting; estate planning; financial planning; administration services of insurance in the fields of life, health, disability, dental, prescription drug, vision and accidental death and dismemberment; administration of employee benefit plans, namely, deferred compensation benefit plans, profit sharing plans and cafeteria plans; insurance underwriting and brokerage services for groups and individuals in the fields of life, health, disability and dental; mortgage banking services; mortgage brokerage services; real estate mortgage lending and mortgage asset procurement for others; maintaining real estate mortgage escrow accounts; real estate investment services; real estate management; leasing of commercial real estate; financial investment in the field of real estate development; providing administration services to employee welfare benefit plans and pre-paid dental plans and claims administration, namely, claims processing. and retail commercial banking services, namely, checking, savings, money market, credit cards, certificates of deposit, mortgage loans, commercial real estate lending, and corporate banking services.

Business Names
PRINCIPAL AFORE, S.A. DE C.V.
PRINCIPAL ASSET MANAGEMENT COMPANY (ASIA) LTD.
PRINCIPAL ASSET MANAGEMENT COMPANY (INDIA) LTD.
PRINCIPAL ASSET MARKETS, INC.
PRINCIPAL AUSTRALIA (HOLDINGS) PTY LIMITED
PRINCIPAL BANK
PRINCIPAL CAPITAL FUTURES TRADING ADVISOR, LLC

<i>Business Names</i>
PRINCIPAL CAPITAL GLOBAL INVESTORS LIMITED
PRINCIPAL COMMERCIAL ACCEPTANCE, LLC
PRINCIPAL COMMERCIAL FUNDING, LLC
PRINCIPAL COMPAÑIA DE SEGUROS DE VIDA CHILE S.A.
PRINCIPAL CONSULTING (INDIA) PRIVATE LIMITED
PRINCIPAL CREDITOS HIPOTECARIOS, S.A.
PRINCIPAL DEVELOPMENT ASSOCIATES, INC.
PRINCIPAL DEVELOPMENT INVESTORS, LLC
PRINCIPAL EDGE NETWORK – NASHVILLE, LLC
PRINCIPAL ENTERPRISE CAPITAL, LLC
PRINCIPAL FINANCIAL ADVISORS, INC.
PRINCIPAL FINANCIAL GROUP, INC.
PRINCIPAL FINANCIAL GROUP (MAURITIUS) LTD.
PRINCIPAL FINANCIAL GROUP AUSTRALIA PTY LIMITED
PRINCIPAL FINANCIAL SERVICES
PRINCIPAL FINANCIAL SERVICES (AUSTRALIA), INC.
PRINCIPAL FUND MANAGEMENT (HONG KONG) LIMITED
PRINCIPAL GENERA S.A. DE C.V. OPERADORA DE FONDOS DE INVERSION
PRINCIPAL GENERATION PLANT, LLC
PRINCIPAL GLOBAL COLUMBUS CIRCLE, LLC
PRINCIPAL GLOBAL INVESTORS (ASIA) LIMITED
PRINCIPAL GLOBAL INVESTORS (AUSTRALIA) LIMITED
PRINCIPAL GLOBAL INVESTORS (AUSTRALIA) SERVICE COMPANY PTY LIMITED
PRINCIPAL GLOBAL INVESTORS (EUROPE) LIMITED
PRINCIPAL GLOBAL INVESTORS (IRELAND) LIMITED
PRINCIPAL GLOBAL INVESTORS (SINGAPORE) LIMITED
PRINCIPAL GLOBAL INVESTORS HOLDING COMPANY, INC.
PRINCIPAL GLOBAL INVESTORS TRUST
PRINCIPAL GLOBAL INVESTORS, LLC
PRINCIPAL GLOBAL SERVICES PRIVATE LIMITED (India)
PRINCIPAL HEALTH CARE, INC.
PRINCIPAL HEALTH INSURANCE COMPANY
PRINCIPAL HOLDING COMPANY
PRINCIPAL INSURANCE COMPANY (HONG KONG) LIMITED
PRINCIPAL INTERNATIONAL (ASIA) LIMITED
PRINCIPAL INTERNATIONAL DE CHILE S.A.
PRINCIPAL INTERNATIONAL HOLDING COMPANY, LLC
PRINCIPAL INTERNATIONAL, INC.
PRINCIPAL INVESTMENTS (AUSTRALIA) LIMITED
PRINCIPAL INVESTORS CORPORATION
PRINCIPAL LIFE INSURANCE COMPANY
PRINCIPAL MANAGEMENT CORPORATION
PRINCIPAL MEXICO COMPAÑIA DE SEGUROS S.A. DE C.V.
PRINCIPAL MEXICO SERVICIOS, S.A. DE C.V.
PRINCIPAL NOMINEE COMPANY (HONG KONG) LIMITED
PRINCIPAL PENSIONES, S.A. DE C.V.
PRINCIPAL PORTFOLIO SERVICES, INC.
PRINCIPAL REAL ESTATE FUND INVESTORS, LLC.
PRINCIPAL REAL ESTATE HOLDING COMPANY, LLC
PRINCIPAL REAL ESTATE INVESTORS (AUSTRALIA) LIMITED
PRINCIPAL REAL ESTATE INVESTORS, LLC
PRINCIPAL REAL ESTATE PORTFOLIO, INC.
PRINCIPAL SIEFORE, S.A. DE C.V.
PRINCIPAL SPECTRUM ASSOCIATES, INC.
PRINCIPAL TANNER ADMINISTRADORA GENERAL DE FONDOS MUTUOS S.A.
PRINCIPAL TRUST COMPANY (ASIA) LIMITED
PRINCIPAL TRUSTEE COMPANY PRIVATE (INDIA) LIMITED
PRINCIPAL WELLNESS COMPANY

<i>Common Law Names</i>
PRINCIPAL ADVOCATE EDGE
PRINCIPAL ADVANTAGE FOR EMERGING BUSINESS
PRINCIPAL ADVISORY SELECT PORTFOLIOS
PRINCIPAL ANNUITY LEGACY
PRINCIPAL ANNUITY NEWSWIRE
PRINCIPAL ANNUITY PLUS
PRINCIPAL ASSET RETENTION PROGRAM
PRINCIPAL ASSET REWARD PROGRAM
PRINCIPAL AUTOMATIC STANDARD APPROVAL PROGRAM
PRINCIPAL BANK AUTOMATIC LOAN PAYMENT
PRINCIPAL BANK CHANGE A RATE CD
PRINCIPAL BANK CHOICE CHECKING
PRINCIPAL BANK EASY LADDER CD
PRINCIPAL BANK \$50,000 HOME MAKEOVER SWEEPSTAKES
PRINCIPAL BANK HIGH YIELD IRA
PRINCIPAL BANK MONEY MOVEMENT
PRINCIPAL BANK SAFE HARBOR IRA
PRINCIPAL BANK SECURE
PRINCIPAL BENCHMARK REPORT: EMPLOYER SPONSORED RETIREMENT SOLUTIONS FOR KEY EMPLOYEES
PRINCIPAL BENEFITS EXCHANGE
PRINCIPAL CAPITAL INCOME INVESTORS
PRINCIPAL CANCER CARE PROGRAM
PRINCIPAL CLASSIC COMPREHENSIVE MEDICAL
PRINCIPAL CLASSIC PPO
PRINCIPAL CLASSIC PPO PLUS
PRINCIPAL CLASSIC VALUE PPO
PRINCIPAL COLLEGE BOUND FUND
PRINCIPAL COLLEGE SAVINGS PROGRAM
PRINCIPAL.COM
PRINCIPAL COMMERCIAL MORTGAGE EDGE
PRINCIPAL COMPREHENSIVE RETIREMENT PROGRAM
PRINCIPAL DENTAL HEALTH EDGE
PRINCIPAL DENTAL MEMBER ADVANTAGE PROGRAM
PRINCIPAL DENTAL SERIES
PRINCIPAL DIRECT CONNECT
PRINCIPAL DUE DILIGENCE PROGRAM
PRINCIPAL EARLY EDGE
PRINCIPAL EASE
PRINCIPAL EASY ENROLLMENT
PRINCIPAL ECONOMIC EDGE
PRINCIPAL EDGE NETWORK
PRINCIPAL EDGE VARIABLE ANNUITY
PRINCIPAL EDUCATION NETWORK
PRINCIPAL eDISTRIBUTION SERVICES
PRINCIPAL eDIVERSIFICATION SERVICES
PRINCIPAL eENROLL
PRINCIPAL eFINANCIAL PROFESSIONAL
PRINCIPAL ELITE FIXED ANNUITY
PRINCIPAL EMPLOYEE FINANCIAL CENTER
PRINCIPAL EMPLOYEE TERM LIFE
PRINCIPAL ENROLLMENT SUITE
PRINCIPAL eRETIREMENT SOLUTIONS
PRINCIPAL ESOP EDGE
PRINCIPAL EXECUTIVE BONUS PLUS
PRINCIPAL EXECUTIVE EXCHANGE

<i>Common Law Names</i>
PRINCIPAL EZ DEFINED BENEFIT/ PRINCIPAL EZ DB
PRINCIPAL FINANCIAL MILESTONES PROGRAM
PRINCIPAL FINANCIAL SECURITY REVIEW
PRINCIPAL FINANCIAL SECURITY SERIES
PRINCIPAL FINANCIAL SOLUTIONS EXPLORER
PRINCIPAL FINANCIAL WELL BEING
PRINCIPAL FIXED ANNUITY
PRINCIPAL FIXED ANNUITY PLUS
PRINCIPAL FIXED ANNUITY SELECT
PRINCIPAL FLOATING RATE SEPARATE ACCOUNT
PRINCIPAL 403(b) CONSOLIDATOR
PRINCIPAL GLOBAL CREDIT OPPORTUNITIES FUND
PRINCIPAL GLOBAL FINANCIAL WELL BEING STUDY
PRINCIPAL GLOBAL INVESTORS COLLECTIVE INVESTMENT TRUST
PRINCIPAL GLOBAL NET
PRINCIPAL GLOBAL PROPERTY SECURITIES FUND
PRINCIPAL GREEN FUND I
PRINCIPAL GROWTH FIXED ANNUITY
PRINCIPAL GUARANTEED FIXED ANNUITY
PRINCIPAL HEALTH ASSESSMENT
PRINCIPAL HEALTH CARE
PRINCIPAL HEALTH INFO LINE
PRINCIPAL HEALTH NEWS
PRINCIPAL HEALTH SAVINGS ACCOUNT
PRINCIPAL HEALTHY CONNECTIONS
PRINCIPAL HEALTHY EDGE
PRINCIPAL HEALTHY ESSENTIALS
PRINCIPAL HEALTHY RESOURCES
PRINCIPAL HOME ACCESS LINE
PRINCIPAL HOME EQUITY ACCESS LOAN
PRINCIPAL IMPACTPLUS
PRINCIPAL INCOME IRA
PRINCIPAL INCOME MANAGER
PRINCIPAL INCOME PROTECTOR
PRINCIPAL INCOME PROVIDER
PRINCIPAL INDUSTRIAL INVESTORS
PRINCIPAL INVESTMENT PLUS VARIABLE ANNUITY
PRINCIPAL IRA EXCHANGE
PRINCIPAL LIFE CORE NOTES
PRINCIPAL LIFE INCOME FUNDING
PRINCIPAL LIFERIGHT INSURANCE PROGRAM
PRINCIPAL LIFETIME
PRINCIPAL LIFETIME HORIZON FUND
PRINCIPAL, LLC
PRINCIPAL LOAN CONNECTION
PRINCIPAL MANAGED ACCOUNT PROGRAM
PRINCIPAL MARKETING CENTER
PRINCIPAL MAXIMUM FUNDED VARIABLE UNIVERSAL LIFE
PRINCIPAL MEDICAL WELLNESS SERIES
PRINCIPAL MESSAGE CENTER
PRINCIPAL MESSENGER
PRINCIPAL MORTGAGE FUNDING
PRINCIPAL NATIONAL LIFE INSURANCE COMPANY
PRINCIPAL NONQUALIFIED BENEFIT EXCHANGE
PRINCIPAL NONQUALIFIED EDGE PROGRAM
PRINCIPAL OPEN DOOR CLOSED END SECONDS
PRINCIPAL PARK
PRINCIPAL PARTNERS

<i>Common Law Names</i>
PRINCIPAL PASSAGE DIRECT INVESTMENT PROGRAM
PRINCIPAL PASSAGE FEE BASED BROKERAGE ACCOUNT
PRINCIPAL PASSAGE MANAGED PORTFOLIO
PRINCIPAL PASSAGE PREMIER ASSET ALLOCATION SERVICE
PRINCIPAL PAYROLL PROGRAMS
PRINCIPAL PERFORMANCE ANNUITY
PRINCIPAL PERFORMANCE ANNUITY 7
PRINCIPAL PLAN MANAGER EXCHANGE
PRINCIPAL PREFERRED JUMBO MORTGAGE
PRINCIPAL PRIVILEGED PARTNERS PROGRAM
PRINCIPAL PRIVILEGES PARTNER PROGRAM
PRINCIPAL PRIORITY PASSPORT CLUB
PRINCIPAL PRIORITY ROLLOVER
PRINCIPAL REAL ESTATE SERVICES
PRINCIPAL REIMBURSEMENT ARRANGEMENT
PRINCIPAL RESIDENTIAL MORTGAGE DIRECT
PRINCIPAL RESIDENTIAL MORTGAGE HOMEGEN JUMBO LINE
PRINCIPAL RESOURCE CENTER
PRINCIPAL RETIRE SECURE
PRINCIPAL RETIREGUIDE
PRINCIPAL RETIREMENT ACCOUNT
PRINCIPAL RETIREMENT EDGE PROGRAM
PRINCIPAL RETIREMENT INCOME EDGE
PRINCIPAL RETIREMENT MILESTONES PROGRAM
PRINCIPAL RETIREMENT NAVIGATOR
PRINCIPAL RETIREMENT NETWORK FOR UNION MEMBERS
PRINCIPAL RETIREMENT OUTSOURCING
PRINCIPAL RETIREMENT PLANNING CENTER
PRINCIPAL RETIREMENT RESOURCE CONSULTANT
PRINCIPAL RETURNTOWORK RESOURCES
PRINCIPAL RIVERWALK
PRINCIPAL ROLLOVER CHOICE
PRINCIPAL ROLLOVER OPTIONS
PRINCIPAL SAVINGS BUILDER ANNUITY
PRINCIPAL SCORPS BONUS PLUS
PRINCIPAL S OWNER PLUS
PRINCIPAL SECURE DECISIONS
PRINCIPAL SECURE FIXED ANNUITY
PRINCIPAL SECURE INCOME ANNUITY
PRINCIPAL SECUREDLOAN
PRINCIPAL SECURITY BUILDER RETIREMENT PROGRAM
PRINCIPAL SECURITY BUILDER RETIREMENT PROGRAM INDIVIDUAL 401(K)
PRINCIPAL SELECT DENTIST PROGRAM
PRINCIPAL SELECT REWARD PLAN
PRINCIPAL SELECT SERIES ANNUITY
PRINCIPAL SERVICES TRUST COMPANY
PRINCIPAL SINGLE PREMIUM DEFERRED ANNUITY
PRINCIPAL SPLIT DOLLAR PLUS
PRINCIPAL SPONSOR SERVICE CENTER
PRINCIPAL STEP AHEAD RETIREMENT OPTION
PRINCIPAL STRATEGIC ASSET MANAGEMENT
PRINCIPAL SURVIVOR LIFE INSURANCE WITH THE IBIS OPTION
PRINCIPAL SURVIVORSHIP UNIVERSAL LIFE PROTECTOR
PRINCIPAL SWITCH KIT
PRINCIPAL TOTAL RETIREMENT SUITE
PRINCIPAL TPA EDGE
PRINCIPAL TRAILBLAZER
PRINCIPAL TRUST INCOME FUND

<i>Common Law Names</i>
PRINCIPAL TRUST TARGET DATE FUNDS
PRINCIPAL UNDERIGHT
PRINCIPAL UNIVERSAL LIFE FLEX
PRINCIPAL UNIVERSAL LIFE PREFERRED
PRINCIPAL UNIVERSAL LIFE PROTECTOR
PRINCIPAL UNIVERSAL LIFE PROTECTOR II
PRINCIPAL VALUE UNIVERSAL LIFE
PRINCIPAL VARIABLE UNIVERSAL LIFE ACCUMULATOR
PRINCIPAL VARIABLE UNIVERSAL LIFE INCOME
PRINCIPAL VOLUNTARY ROLLOVER INCOME
PRINCIPAL WELLNESS CLASSIC HRA
PRINCIPAL WELLNESS CLASSIC PPO
PRINCIPAL WELLNESS FSA
PRINCIPAL WELLNESS COMPANY
PRINCIPAL WHOLESALE MORTGAGE
PRINCIPAL WORK SECURE – 2004

10. Since at least as early as 1985, Principal and/or its affiliates, licensees or predecessors-in-interest have used one or more of the marks making up the Principal Family of Marks in interstate commerce in the United States and throughout the world in connection with Plaintiff's Services. Examples of such use are attached hereto as Exhibit A.

11. Since at least as early as 1960, Principal, via a predecessor-in-interest, has used one or more of the marks making up the Principal Family of Marks in interstate commerce in the United States in connection with financial analysis and consulting, management of securities and securities brokerage services.

12. Plaintiff has made an enormous investment, exceeding hundreds of millions of dollars, in advertising and promoting its products and services in connection with the Principal Family of Marks. As a result, Principal has acquired extremely valuable goodwill in association with the Principal Family of Marks, which have become famous and distinctive in connection with Plaintiff's Services. Principal's customers have come to rely on the Principal Family of Marks as a symbol of quality and reliability.

13. Copies of Principal's U.S. trademark registrations are attached hereto as Exhibit B. Said registrations, currently owned by Principal, are valid and subsisting, and constitute

prima facie and/or conclusive evidence of Principal's exclusive right to use its registered marks in connection with the goods and/or services covered by the registrations, e.g., lending, mutual funds, insurance, investment, retirement, financial, banking, health care and real estate related services, *inter alia*. 15 U.S.C. §§ 1115(a) and (b).

14. Since long prior to the acts of Defendant complained of herein, Principal and/or its affiliates, licensees or predecessors-in-interest have continuously used one or more of the marks which comprise its Principal Family of Marks in the State of Missouri and elsewhere in interstate commerce.

Defendant's Infringing Acts

15. Upon information and belief, Defendant is providing real estate development services in interstate commerce and in channels of trade similar to those of Principal and/or its affiliates or licensees.

16. Upon information and belief, notwithstanding Principal's well-established rights in and to the Principal Family of Marks, Defendant commenced use, within the State of Missouri and in interstate commerce, of THE PRINCIPAL DEVELOPMENT Mark in connection with real estate development services (hereinafter "Defendant's Services") including, but not limited to, the construction of multi-unit residential developments..

17. Defendant's THE PRINCIPAL DEVELOPMENT Mark is identical or virtually identical to Plaintiff's Family of Marks including, but not limited to, the famous marks PRINCIPAL, U.S. Registration No. 3,324,583, and THE PRINCIPAL, U.S. Registration No. 1,740,181.

18. Upon information and belief, Defendant adopted THE PRINCIPAL DEVELOPMENT Mark with constructive and/or actual knowledge of the Principal Family of Marks, and without the express or implied consent of Plaintiff.

19. Upon information and belief, Defendant adopted THE PRINCIPAL DEVELOPMENT Mark with the intent to trade on and/or capitalize on the goodwill symbolized by the Principal Family of Marks.

20. Upon information and belief, in direct violation of Principal's well-established prior rights in and to the Principal Family of Marks, Defendant has been using THE PRINCIPAL DEVELOPMENT Mark in interstate commerce in connection with Defendant's Services since September 2003, despite Plaintiff's consistent and ongoing objection to same.

COUNT I

Violation of Section 32(1) of The Lanham Act – Trademark Infringement

21. Principal repeats and realleges herein the allegations of paragraphs 1-20 as if fully set forth herein.

22. Defendant's use of THE PRINCIPAL DEVELOPMENT Mark is likely to cause public confusion, mistake or deception as to the origin or source of Defendant's Services, in violation of the Lanham Act, Section 32(1), 15 U.S.C. § 1114(1).

23. Defendant's acts, as complained of herein, have caused irreparable injury and damage to Principal and, unless restrained, will continue to do so. Plaintiff has no adequate remedy at law.

24. Principal has suffered and continues to suffer economic loss directly and proximately caused by Defendant's actions alleged herein.

COUNT II

Violation of Section 43(a) of The Lanham Act – Unfair Competition

25. Principal repeats and realleges herein the allegations of paragraphs 1-24 as if fully set forth herein.

26. Defendant's use of THE PRINCIPAL DEVELOPMENT Mark constitutes a false designation of origin, a false or misleading description of fact or a false or misleading representation of fact which is likely to cause confusion, mistake or deception in violation of the Lanham Act, Section 43(a), 15 U.S.C. § 1125(a).

27. Defendant's acts, as complained of herein, have caused irreparable injury and damage to Plaintiff, and, unless restrained, will continue to do so. Plaintiff has no adequate remedy at law.

28. Principal has suffered and continues to suffer economic loss directly and proximately caused by Defendant's actions alleged herein.

COUNT III

Violation of Section 43(c) of The Lanham Act – Trademark Dilution

29. Principal repeats and realleges the allegations of paragraphs 1-28 as if fully set forth herein.

30. Based on the inherent and/or acquired distinctiveness the Principal Family of Marks, the duration and extent of Principal's use of the Principal Family of Marks; the duration and extent of advertising featuring the Principal Family of Marks; the geographic area in which Principal has sold and advertised goods and services featuring the Principal Family of Marks; the nature of the trade channels Principal uses to market goods and services featuring the Principal

Family of Marks compared to the channels through which Defendant sells and intends to sell its services; the degree of public recognition of the Principal Family of Marks; and the various federal registrations for the Principal Family of Marks, the marks PRINCIPAL and THE PRINCIPAL have become famous as contemplated by Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c).

31. The aforesaid willful and deliberate acts of Defendant, all occurring after the marks PRINCIPAL and THE PRINCIPAL became famous, have caused and continue to cause dilution and/or are likely to cause dilution of Principal's famous marks, and thus constitute dilution in violation of Section 43(c) of the Lanham Act, 15 U.S.C. § 1125(c). Unless Defendant is enjoined from engaging in their wrongful conduct, Plaintiff will suffer further irreparable injury and harm, for which it has no adequate remedy at law.

32. Principal has suffered and continues to suffer economic loss directly and proximately caused by Defendant's actions alleged herein.

COUNT IV

Violation of the Missouri Trademark Infringement Statute

33. Principal repeats and realleges the allegations of paragraphs 1-32 as if fully set forth herein.

34. Defendant has committed acts of unfair competition, as defined by Missouri Rev. Stat. § 417.056, by advertising, selling, promoting and using THE PRINCIPAL DEVELOPMENT Mark, as referenced herein.

35. Defendant's acts are likely to mislead the general public, cause confusion, mistake or deception as to the origin, source or sponsorship of Defendant's Services and are

likely to cause the general public to erroneously associate Defendant's Services as emanating from Principal. These acts constitute trademark infringement within the meaning of Missouri Rev. Stat. § 417.056.

36. Defendant's acts, as complained of herein, have caused irreparable injury and damage to Principal, and, unless restrained, will continue to do so. Plaintiff has no adequate remedy at law.

37. Principal has suffered and continues to suffer economic loss directly and proximately caused by Defendant's actions alleged herein.

COUNT V

Violation of Missouri Trademark Dilution Statute

38. Principal repeats and realleges the allegations of paragraphs 1-37 as if fully set forth herein.

39. The Principal Family of Marks are valid at common law, and they are particularly strong within the meaning of Missouri Rev. Stat. § 417.061.

40. Defendant's conduct, as referenced herein, creates a likelihood of dilution of the distinctive quality of Principal's rights in and to the Principal Family of Marks and its famous PRINCIPAL and THE PRINCIPAL marks, as defined by Missouri Rev. Stat. § 417.061.

41. Defendant's acts, as complained of herein, have caused irreparable injury and damage to Principal, and, unless restrained, will continue to do so. Plaintiff has no adequate remedy at law.

COUNT VI

Common Law Trademark Infringement

42. Principal repeats and realleges the allegations of paragraphs 1-41 as if fully set forth herein.

43. Principal enjoys well-established common law service mark rights in and to the Principal Family of Marks and its famous PRINCIPAL and THE PRINCIPAL marks, and has built significant goodwill in same.

44. Defendant's use of THE PRINCIPAL DEVELOPMENT Mark violates Principal's common law trademark rights and has caused and is likely to cause damage to Principal by tarnishing the valuable goodwill associated with the Principal Family of Marks and the related services.

45. Defendant's acts, as complained of herein, have caused irreparable injury and damage to Principal, and, unless restrained, will continue to do so. Plaintiff has no adequate remedy at law.

46. Principal has suffered and continues to suffer economic loss directly and proximately caused by Defendant's actions alleged herein.

PRAYER FOR RELIEF

WHEREFORE, Principal demands that this Court enter judgment against Defendant as follows:

A. Preliminarily and permanently enjoining Defendant, and its officers, agents, servants, employees, attorneys and those persons, firms or corporations, acting in concert and participation with it who receive actual notice of this order by personal service or otherwise,

from use of THE PRINCIPAL DEVELOPMENT Mark, or any other colorable imitation of any of the Principal Family of Marks in any advertisement, promotion, offer for sale, or sale of any goods or services that are sufficiently similar to those offered by Principal such that confusion is likely;

B. Finding Defendant liable for infringement of the Principal Family of Marks and for acts of unfair competition and trademark dilution;

C. Ordering an award to Principal of all actual damages and an accounting by Defendant to Principal of Defendant's profits resulting from use of THE PRINCIPAL DEVELOPMENT Mark or any other colorable imitation of the Principal Family of Marks;

D. Awarding damages to Principal in an amount yet to be determined, including damages for injury to Plaintiff's business reputation and goodwill and all other damages arising from the acts of Defendant complained of herein;

E. Awarding three times the amount of Principal's damages or Defendant's profits, whichever is greater;

F. Ordering an award to Principal of all prejudgment and post-judgment interest;

G. Awarding Principal all of its costs, disbursements and reasonable attorneys' fees due to the exceptional nature of this case pursuant to 15 U.S.C. § 1117; and

H. Awarding Principal other such relief, in law or in equity, as this Court deems appropriate.

Dated: January 29, 2010

Respectfully submitted,

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